

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

JAMES J. TRABUCCO
SENIOR GENERAL ATTORNEY
(415) 541-1768

July 5, 1983

Ms. Agatha L. Mergenovich,
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 26616 ---
Southern Pacific Transportation Company
Equipment Trust Agreement, Series No. 52

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three (3) fully executed counterparts of Fifth Supplement dated as of June 30, 1983, and Assignment and Transfer of Certain Road Equipment dated as of June 30, 1983, to Equipment Trust Agreement dated as of April 1, 1971, creating Southern Pacific Transportation Company Equipment Trust, Series No. 52, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of April 1, 1971, recorded on May 24, 1971, at 12:05 PM, assigned Recordation No. 6162;

Statement of New Numbers Assigned to Equipment Under Equipment Trust Agreement, dated as of July 15, 1971, recorded on July 21, 1971, at 9:25 AM, assigned Recordation No. 6162-A;

First Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 6162-B;

Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 6162-C;

Third Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 11, 1982, at 10:45 AM, assigned Recordation No. 6162-D;

6162-H
JUL 8 - 1983 - 9 55 AM
INTERSTATE COMMERCE COMMISSION

6162-I
JUL 8 - 1983 - 9 32 AM
INTERSTATE COMMERCE COMMISSION

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Fourth Supplement to Equipment Trust Agreement
dated as of August 31, 1982, recorded on September 2,
1982, at 10:45 AM, assigned Recordation No. 6162-E;

Assignment and Transfer of Certain Road Equipment
dated as of August 31, 1982, recorded on January 4,
1983, at 11:00 AM, assigned Recordation No. 6162-F; and

Car Sublease Agreement dated as of January 5, 1983,
recorded on May 17, 1983, at 3:30 PM, assigned
Recordation No. 6162-G.

In connection with the recording of the Fifth Supplement
and Assignment and Transfer of Certain Road Equipment, each
dated as of June 30, 1983, the following information is set
forth in accordance with the provisions of Section 57.4 of the
Commission's Order of July 27, 1952, as amended:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.
Fifteenth and Chestnut Streets
Philadelphia, Pennsylvania 19101

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of Equipment Covered
By Fifth Supplement

Number of
Units

Description

1

100-ton gondola car, Gunderson, Inc.
(now FMC Corporation), builder; lettered
SP and numbered 354905.

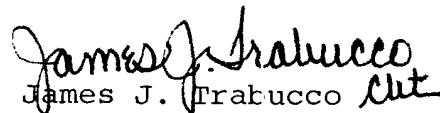
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General Description of Equipment Released
By Assignment and Transfer of Road Equipment

<u>Number of Units</u>	<u>Description</u>
1	70-ton flat car; Bethlehem Steel Corporation, builder; lettered SP and numbered 515485.

When the recording of the Fifth Supplement and the Assignment and Transfer of Certain Road Equipment have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative herewith, and return the remainder of the same to her.

Very truly yours,


James J. Trabucco *clt*

Enclosures

cc: Mr. Robert J. McLean
(Attn: Mr. L. S. Vollmer)
Ms. Madeleine E. Sloane

RECORDATION NO. 6162-J FILED 1428

JUL 8 - 1983 - 9 12 AM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES NO. 52

ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of June 30, 1983

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT,
dated as of the thirtieth day of June, 1983, by FIRST
PENNSYLVANIA BANK, N.A., formerly known as The First
Pennsylvania Banking and Trust Company, a corporation duly
organized and existing under the laws of the Commonwealth
of Pennsylvania, Trustee under the Equipment Trust Agreement
hereinafter mentioned (hereinafter called the "Trustee"), to
SOUTHERN PACIFIC TRANSPORTATION COMPANY, a corporation duly
organized and existing under the laws of the State of
Delaware (hereinafter called the "Company").

WHEREAS, by a certain Equipment Trust Agreement, bearing
date as of April 1, 1971, by and between the Trustee and
the Company (hereinafter called the "Equipment Trust Agreement"),
there was constituted the "Southern Pacific Transportation
Company Equipment Trust, Series No. 52", pursuant to which
Trustee leased certain railroad equipment to the Company,
upon the terms and conditions therein set forth; and

WHEREAS certain flat cars comprising said Trust
Equipment (hereinafter collectively called "Destroyed
Equipment") have been destroyed, and in accordance with the
provisions of said Equipment Trust and in anticipation and
consideration of the release of such Destroyed Equipment,
the Company has assigned and transferred to the Trustee
other standard-gauge railroad equipment (hereinafter called
the "Replacement Equipment"), other than work equipment, as
specifically described in the Fifth Supplement to Equipment

Trust dated as of June 30, 1983 ("Fifth Supplement"):

<u>Number of Units</u>	<u>Description</u>
1	70-ton flat car; Bethlehem Steel Corporation, builder; lettered SP and numbered 515485.

WHEREAS, the Company has well and truly performed all of the covenants and conditions on its part to be performed under the said Equipment Trust Agreement, including all payments required of it to be made, and as a result of such good standing and by virtue of the Replacement Equipment to the Equipment Trust Agreement pursuant to the Fifth Supplement thereto, the Company is now entitled to the release of the aforesaid Destroyed Equipment under Section 4.09 of said Equipment Trust Agreement.

NOW, THEREFORE, THIS INDENTURE WITNESSETH THAT:

In consideration of the premises and of other good and valuable consideration, receipt of which is hereby acknowledged, the Trustee does hereby sell, assign, transfer and set over unto the Company all of the Destroyed Equipment which is specifically described herein and covered by the Equipment Trust Agreement.

TOGETHER with all right, title and interest now owned or hereafter acquired by the Trustee in and to the said Destroyed Equipment.

TO HAVE AND TO HOLD all and singular the said equipment and the said attendant rights to the Company, its successors

and assigns, for its and their own use and behoof forever;

AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted, executed or suffered, and that neither it nor its successors or assigns will do, commit, execute or suffer, any act, matter or thing whatsoever which is calculated to or which will or may impugn, impair, defeat or cast doubt upon the clear, absolute and indefeasible title given to the Company by these presents.

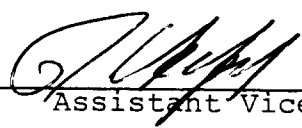
The Trustee does hereby constitute and appoint ROBERT W. SEIFERT to be its attorney, for it and in its name and as and for its corporate act and deed to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgment, to the intent that the same may be duly recorded.

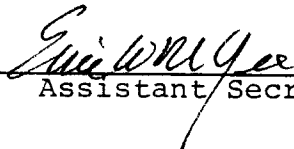
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the said Equipment Trust Agreement with respect to the above-described Destroyed Equipment, has caused these presents to be signed in its name and its corporate seal to be hereunto affixed, duly attested, this 28TH day of June, 1983.

FIRST PENNSYLVANIA BANK, N.A., Trustee

Attest:

By


Assistant Vice President


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
CITY AND COUNTY OF PHILADELPHIA)

On this 28th day of June, 1983, before me personally appeared ROBERT W. SEIFERT, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry
Notary Public

My Commission Expires:

LYNNE N. MCCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires May 5, 1986